

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 25174-C FILED

JAN 24 '05 3-15 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

January 14, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated November 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 25174. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Galamba Metals Group, LLC
3005 Manchester Trfwy
Kansas City, MO 64129

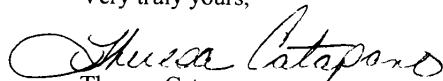
A description of the railroad equipment covered by the enclosed document is two (2) 52'6" Gondolas with 5'6" sides and GRL of 286,000 lbs., marked NDYX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,


Theresa Catapano
Manager of Documentation

Enclosures
(GAME004)

RECORDATION NO. 25174-C FILED

ASSGN. NO.: GAME004

JAN 24 '05 3-15 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30th day of November, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Galamba Metals Group, LLC ("Lessee"), a Missouri limited liability company. **SURFACE TRANSPORTATION BOARD**

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 2, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 23, 2004, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By:

Richard F. Seymour

Name:

RICHARD F. SEYMOUR
Vice President Sales & Marketing

By:

Susan Grokulschy

Title:

Name:

SUSAN GROKULSKY

Title:

MANAGER OF DOCUMENTATION Executed on this 30th day of November, 2004.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this

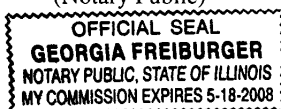
30th day of November, 2004.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008

(Notary Public)



LESSEE:

GALAMBA METALS GROUP, LLC

ATTEST:

By: [Signature]
Name: Ed Heene
Title: CFO

By: [Signature]
Name: Raynard J. Brown
Title: Manager

Executed on this 18th day of Nov, 2004.

[CORPORATE SEAL]

STATE OF Missouri

COUNTY OF Jackson

I, Julie L. Hirons, a Notary Public of the County and State
aforesaid, certify that Raynard J. Brown personally appeared before me
this day and acknowledged his/~~her~~ due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18th day of Nov, 2004.

[Signature]
Notary Public

Commission Expires:

8-9-2005
(Notary Public)

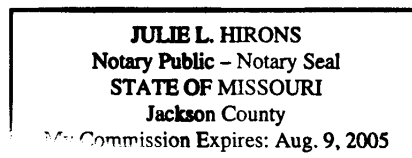
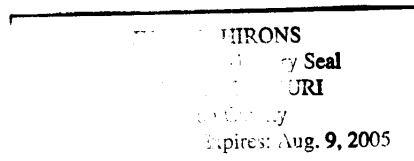


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Two (2)

DESCRIPTION OF CARS: 52'6" Gondola cars with 5'6" sides and GRL of 286,000 lbs.

CAR NUMBERS: NDYX 322111 and NDYX 322117